

L95000000388

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CORAL GABLES, FLORIDA 33146
(305) 562-1133
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HARRY K. BENDER
GEORGE C. BENDER
JAMES H. CHANDLER, III
PERRY M. ADAIR

OF COUNSEL
LAWRENCE G. ROPEL, JR.
SYLVESTER P. ADAIR (1920-1985)

REPLY TO: C. Gables

May 4, 1995

BY FEDERAL EXPRESS

Secretary of State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

300001478823
-05/03/95--01015--001
****337.50 ****337.50

Re: Filing Articles of Organization of Ellis Environmental Group, L.C.

Ladies/Gentlemen:

Enclosed herewith please find the original Articles of Organization of Ellis Environmental Group, L.C. for purposes of filing with your office for the establishment of this Limited Liability Company. Also enclosed is a duplicate copy of such Articles together with our office check in the amount of \$337.50 for the \$250.00 filing fee, the \$35.00 charged for Designation of Registered Agent and \$52.50 for an optional certified copy of the Articles. No Certificate of Status is needed.

Also enclosed is a Statutory Affidavit.

If you should have any questions or comments concerning the foregoing, please contact the undersigned at the above telephone number.

Sincerely yours,

James R. Chandler, III

JRC:il
Enclosures

5/5/95
HARRIS JUST SIB
P.O. BOX 215000
RESIDUAL REVENUE
00671, 00623, 01127, 00671
WAS - 9855

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

Ellis Environmental
 Group, L.C.

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY RMH _____

WALK-IN Will Pick Up 5:19 9pm

_____ of _____

RE: RECEIVED

95 MAY 19 AM 11:04

DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

_____ Capital Express™	_____	_____
_____ Art. of Inc. File	_____	_____
_____ Corp. Record Search	_____	_____
_____ Ltd. Partnership File	_____	_____
_____ Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
_____ Art. of Amend. File	_____	_____
_____ Dissolution/Withdrawal	_____	_____
_____ C U S-	_____	_____
_____ Fictitious Name File	_____	_____
_____ Name Reservation	_____	_____
_____ Annual Report/Reinstatement	_____	_____
<input checked="" type="checkbox"/> Reg. Agent Service	_____	_____
<input checked="" type="checkbox"/> Document Filing	_____	_____
_____ L.C.	_____	_____
_____ Corporate Kit	_____	_____
_____ Vehicle Search	_____	_____
_____ Driving Record	_____	_____
_____ Document Retrieval	_____	_____
_____ UCC 1 or 3 File	_____	_____
_____ UCC 11 Search	_____	_____
_____ UCC 11 Retrieval	_____	_____
_____ File No.'s, _____ Copies	_____	_____
_____ Courier Service	_____	_____
_____ Shipping/Handling	_____	_____
_____ Phone ()	_____	_____
_____ Top Priority	_____	_____
_____ Express Mail Prep.	_____	_____
_____ FAX () pgs.	_____	_____

SUBTOTALS

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

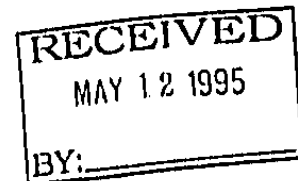
Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 10, 1995



JAMES R. CHANDLER, III
5915 PONCE DE LEON BLVD.
CORAL GABLES, FL 33146

SUBJECT: ELLIS ENVIRONMENTAL GROUP, L.C.
Ref. Number: W95000009855

We have received your document for ELLIS ENVIRONMENTAL GROUP, L.C. and check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 608.407, Florida Statutes, requires the affidavit be executed by at least one member or the authorized representative of a member.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 895A00023633

ARTICLES OF ORGANIZATION

OF

ELLIS ENVIRONMENTAL GROUP, L.C.

STATE OF FLORIDA
DIVISION OF CORPORATIONS

95 MAY 19 PM 2:27

ARTICLE I
LIMITED LIABILITY COMPANY NAME

The name of this limited liability company shall be:

ELLIS ENVIRONMENTAL GROUP, L.C.

ARTICLE II
COMMENCEMENT AND DURATION

This limited liability company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist until December 31, 2024, unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The limited liability company is hereby organized for the purposes of performing engineering consulting work both in and outside the State of Florida but it shall also be authorized to engage in any other activity or business permitted under the laws of the State of Florida.

ARTICLE IV
INITIAL BUSINESS ADDRESS AND INITIAL REGISTERED AGENT AND
REGISTERED OFFICE ADDRESS

The initial business address for the limited liability company shall be:

691 N.W. 18th Street
Homestead, Florida 33030

and the name and address of the initial registered agent for the limited liability company shall be:

James R. Chandler, III
BENDER, BENDER, CHANDLER & ADAIR, P.A.
5915 Ponce de Leon Boulevard, Suite 60
Coral Gables, Florida 33146

ARTICLE V
CONTRIBUTIONS

The total cash initially contributed to the limited liability company shall be Five Thousand Dollars (\$5,000.00). It is anticipated that the initial member of this limited liability company may contribute other capital and/or that additional members will be admitted who will contribute additional capital for their interest in this limited liability company, but such additional contribution and/or admissions are not made mandatory hereby.

ARTICLE VI
INITIAL ORGANIZERS OF LIMITED LIABILITY COMPANY

The initial organizers of this limited liability company are:

James Henry and Beverly A. Bleke
691 N.W. 18th Street
Homestead, Florida 33030

ARTICLE VII
INITIAL MEMBERS OF THE LIMITED LIABILITY COMPANY

The initial members of this limited liability company are:

James Henry and Beverly A. Bleke
691 N.W. 18th Street
Homestead, Florida 33030

Thereafter, additional members may be admitted in accordance with their contributions and as is otherwise provided by the regulations of this limited liability company.

ARTICLE VIII
DEATH OR INCAPACITY OF A MEMBER OR MEMBERS

The limited liability company shall not be terminated by the death, insanity, bankruptcy, withdrawal or expulsion of any member or members, provided that such member or members do not own, in the aggregate, more than a 49.9% interest in the limited liability company.

Further, this limited liability company shall not be terminated by the death, retirement, insanity, withdrawal, or expulsion of one or more of any managers of the company if a majority in interest and number of the remaining members of the company elect to continue the business of the limited liability company and provided further that there shall be delivered to the limited liability company an opinion, that neither the grant nor the exercise of the powers of the members by consenting to continue the limited liability company and elect a new manager or managers will adversely affect either the limited liability status or the

tax status of the limited liability company. Upon an affirmative vote of the majority in interest of the members such business shall be continued and a new manager or managers elected, conditioned on the new manager or managers accepting all responsibilities, and releasing the former managers from all liability in form satisfactory to them.

In the event that such an opinion cannot be obtained, then upon the affirmative vote of 100% of the membership, they may elect to reform the limited liability company and elect a new manager or managers in the place of the former managers and continue the limited liability company's business. In such event, the existing limited liability company shall be dissolved and all of its assets and liabilities shall be contributed to a new limited liability company which shall be formed and all parties to this agreement and future members as may exist at the time of such dissolution and such new managers shall become a member to such new limited liability company, and this agreement, as it may from time to time have been amended shall constitute the governing document for the formation of such new entity.

ARTICLE IX MANAGEMENT

This limited liability company shall initially be managed by one manager, although the number of managers of the company may be altered from time to time, in accordance with the regulations of the company. The initial manager shall be James Henry Bleke, 691 N.W. 18th Street, Homestead, Florida 33030, who shall serve in such capacity until the first annual meeting of members or until a successor is duly elected and qualified.

ARTICLE X REGULATIONS OF LIMITED LIABILITY COMPANY

At the initial meeting of the members of this limited liability company, there shall be adopted the regulations of the limited liability company, and the power to adopt, alter, amend or repeal such regulations shall be vested in the members of the company.

ARTICLE XI INDEMNIFICATION

The limited liability company shall indemnify any manager or member, or any former manager or member, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Organizers have caused these Articles or Organization to be executed this 12 day of May, 1995.

ELLIS ENVIRONMENTAL GROUP, L.C.



STATE OF INDIANA)
COUNTY OF LAGRANGE)

By: James Henry Bleke
James Henry Bleke

By: Beverly A. Bleke
Beverly A. Bleke

SWORN TO and SUBSCRIBED before me this 12 day of MAY, 1995, by JAMES HENRY BLEKE and BEVERLY A. BLEKE, who are personally known to me and/or who have produced Driver's License No.: _____ and _____ as identification and who did take an oath.

THOMAS I. ROKKATHIR
NOTARY PUBLIC STATE OF INDIANA
LAGRANGE COUNTY
MY COMMISSION EXP. DEC. 17 1998

Thomas I. Rokkathir
Notary Public, State
of INDIANA

My Commission Expires:
12/17/98

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
AND REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated within the above and foregoing Articles of Organization, hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED this 18th day of May, 1995.

James R. Chandler, III
James R. Chandler, III

AFFIDAVIT SUBMITTED IN COMPLIANCE WITH
§608.407(2), FLORIDA STATUTES

STATE OF INDIANA)
COUNTY OF LAGRANGE)

BEFORE ME the undersigned authority personally appeared JAMES HENRY BLEKE, who has a legal address of 691 N.W. 18th Street, Homestead, Florida 33030, known to me to be the person who subscribed his name below, who after having been first duly sworn by me on oath deposes and says:

1. I am one of the two (2) initial organizers and members of ELLIS ENVIRONMENTAL GROUP, L.C., a Florida limited liability company.

2. The limited liability company has at least two (2) initial members, as is set forth in the Articles of Organization, those being the undersigned and his wife, Beverly A. Bleke.

3. The total cash initially contributed to the limited liability company shall be Five Thousand Dollars (\$5,000.00).

4. This affidavit is submitted to the Florida Department of State for the filing of the Articles of Organization of such entity.

FURTHER AFFIANT SAYETH NAUGHT.

James Henry Bleke
JAMES HENRY BLEKE



SWORN TO and SUBSCRIBED to before me, JAMES HENRY BLEKE who is personally known and/or produced _____ as identification, this 17 day of May, 1995.

THOMAS L. ROFAHR
NOTARY PUBLIC STATE OF INDIANA
LAGRANGE COUNTY
MY COMMISSION EXP. DEC 17 1998


Thomas L. Rofahr
NOTARY PUBLIC, STATE OF INDIANA

My Commission Expires:

12/17/98

FILE NOW: Fee after May 1, will be \$263.75

FILED
56 MAY -1 AM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Morhart Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company Ellis Environmental Group, L.C. 611 NW 60th Street Suite B Gainesville, FL 32607		1a. Principal Place of Business Address Same as #1	
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2			
2. Mailing Address State, Apt. #, etc. City & State Zip		2a. Principal Place of Business Suite, Apt. #, etc. City & State Zip	
3. Date Organized or Qualified 05/19/95		3a. State of Formation Florida	
4. FEI Number 59-3316755		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
5. Date of Last Report		6. Certificate of Status Desired <input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent Chandler, James R. III 5915 Ponce De Leon Blvd Suite 60 Coral Gables, FL 33146		8. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	Charna, Rusi B.	6220 NW 36th Drive	Gainesville, FL 32653
MGRM	Bleke, Jeffrey P.	2324 SW 95th Terrace	Gainesville, FL 32607
MGRM	Bleke, James H.	691 NW 18th Street	Homestead, FL 33030
800001846428 -05/31/96--01090--007 ****247.50 ****247.50			
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information included on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: <u>Jeffrey P. Bleke</u>		05/20/96 352-332-3888	
DATE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER		Date Daytime Phone #	